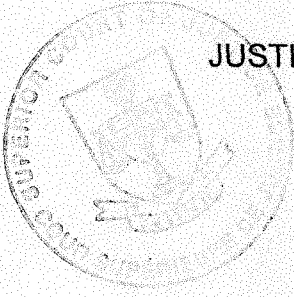


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) WEDNESDAY, THE 14<sup>TH</sup>  
JUSTICE NEWBOULD )  
DAY OF DECEMBER, 2016



IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS  
AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF URBANCORP TORONTO  
MANAGEMENT INC., URBANCORP (ST. CLAIR VILLAGE)  
INC., URBANCORP (PATRICIA) INC., URBANCORP  
(MALLOW) INC., URBANCORP (LAWRENCE) INC.,  
URBANCORP DOWNSVIEW PARK DEVELOPMENT INC.,  
URBANCORP (952 QUEEN WEST) INC., KING  
RESIDENTIAL INC., URBANCORP 60 ST. CLAIR INC.,  
HIGH RES. INC., BRIDGE ON KING INC. (Collectively the  
"Applicants") AND THE AFFILIATED ENTITIES LISTED IN  
SCHEDULE "A" HERETO

**ORDER  
(Approval of Additional Matters)**

**THIS MOTION**, made by KSV Kofman Inc., in its capacity as Court-appointed Monitor (the "**Monitor**") of the Applicants and the affiliated entities listed on Schedule "A" (collectively, the "**CCAA Entities**", and each individually a "**CCAA Entity**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended (the "**CCAA**") for an order, among other things, approving the Standstill Agreement, Sales Process and Sales Agency Agreement (all as defined below), was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion of the Monitor and the Tenth Report of the Monitor dated December 9, 2016 (the "**Report**") and on hearing the submissions of respective counsel for the Monitor, the CCAA Entities and such other counsel as were present, no one else appearing although duly served as appears from the Affidavit of Service as filed:

### **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

### **STANDSTILL AGREEMENT**

2. **THIS COURT ORDERS** that the Standstill Agreement entered into between King Liberty North Corporation ("**KLNC**"), Urbancorp New Kings Inc. ("**UNKI**"), the Monitor and First Capital (S.C.) Corporation on November 22, 2016 with an effective date of November 7, 2016 (the "**Standstill Agreement**"), and UNKI's and the Monitor's obligations thereunder, be and are hereby approved.

3. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**") in respect of

UNKI and any bankruptcy order issued pursuant to any such applications;  
and

(c) any assignment in bankruptcy made in respect of UNKI;

the approval of the Standstill Agreement and all transactions contemplated therein, including any security granted with respect thereto, shall be binding on any trustee in bankruptcy that may be appointed in respect of UNKI and shall not be void or voidable by creditors of UNKI, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

#### **CONDOMINIUM UNITS SALES PROCESS**

4. **THIS COURT ORDERS** that sales process for the condominium units that Urbancorp Residential Inc. and King Residential Inc. are currently the registered owners of, as outlined in the Report, (the "**Sales Process**") be and is hereby approved and that the Monitor be and is hereby authorized and directed to enter into a Sales Agency Agreement with Brad J. Lamb Realty Inc. ("**Lamb Realty**"), in substantially the same form as appended to the Report (the "**Sales Agency Agreement**"), with respect thereto and to take such additional steps and execute such additional documents as may be necessary or desirable in connection therewith.

5. **THIS COURT ORDERS** that Monitor may amend the Sale Process from time to time should it determine that such amendments are warranted in the circumstances.

6. **THIS COURT ORDERS** that all claims of Lamb Realty pursuant to the Sales Agency Agreement are not claims that may be compromised pursuant to any plan of compromise or arrangement ("**Plan**") filed by the Urbancorp CCAA Entities under the CCAA, any proposal ("**Proposal**") made by any of the Urbancorp CCAA Entities under the BIA, or any other restructuring or proceeding, and that no such Plan, Proposal, restructuring or proceeding shall be approved that does not provide for the payment of all amounts due to Lamb Realty pursuant to the terms of the Sales Agency Agreement.

**UNSEALING OF 60 ST. CLAIR SALE AGREEMENT**

7. **THIS COURT ORDERS** that this Court's sealing order with respect to the agreement of purchase and sale between Urbancorp 60 St. Clair Inc. and Hendrick and Main Developments Inc., as vendors, Worsley Urban Partners Limited, as purchaser, and Main and Main Inc. dated as of August 9, 2016, as amended (the "**Sale Agreement**"), and appended as a Confidential Appendix to the Seventh Report of the Monitor, be and is hereby terminated and the Monitor is authorized and directed to file a copy of the Sale Agreement separately in the court file for these proceedings.



ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

DEC 14 2016

PER / PAR: 

**SCHEDULE "A"**

**LIST OF NON APPLICANT AFFILIATES**

Urbancorp Power Holdings Inc.

Vestaco Homes Inc.

Vestaco Investments Inc.

228 Queen's Quay West Limited

Urbancorp Cumberland 1 LP

Urbancorp Cumberland 1 GP Inc.

Urbancorp Partner (King South) Inc.

Urbancorp (North Side) Inc.

Urbancorp Residential Inc.

Urbancorp Realtyco Inc.

IN THE MATTER OF *THE COMPANIES CREDITORS ARRANGEMENT ACT*, R.S.C.1985, c. C-36, AS AMENDED

Court File No. CV-16-11389-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF URBANCORP TORONTO MANAGEMENT INC., URBANCORP (ST. CLAIR VILLAGE) INC., URBANCORP (PATRICIA) INC., URBANCORP (MALLOW) INC., URBANCORP (LAWRENCE) INC., URBANCORP DOWNSVIEW PARK DEVELOPMENTS INC., URBANCORP (952 QUEEN WEST) INC., KING RESIDENTIAL INC., URBANCORP NEW KINGS INC., URBANCORP 60 ST. CLAIR INC., HIGH RES.INC., BRIDGE ON KING INC. (THE "APPLICANTS") AND THE AFFILIATED ENTITIES LISTED IN SCHEDULE "A" HERETO

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**ORDER  
(APPROVAL OF ADDITIONAL  
MATTERS)**

**DAVIES WARD PHILLIPS & VINEBERG LLP**  
155 WELLINGTON STREET WEST  
TORONTO, ON M5V 3J7

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